



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION 2
290 BROADWAY
NEW YORK, NY 10007-1866

MAR 13 2013

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

To: Attached List of Companies, c/o William L. Warren, Esq., Liaison Counsel

William L. Warren, Esq.
Drinker Biddle & Reath
105 College Rd. East
P.O. Box 627
Princeton, N.J. 08542-0627

Re: Notice of Potential Liability and Operable Unit Three Consent Decree Negotiations
Scientific Chemical Processing Superfund Site, Carlstadt, Bergen County, New Jersey

Dear Sir or Madam:

The U.S. Environmental Protection Agency ("EPA") has documented the release of hazardous substances into the environment at the SCP Chemical Processing Superfund Site ("Site"), located in Carlstadt, Bergen County, New Jersey. Pursuant to the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended ("CERCLA"), 42 U.S.C. §9601, *et seq.*, and in response to these releases and the threat of future such releases, EPA has spent public funds and anticipates spending additional public funds.

Notice of Potential Liability

Under CERCLA and other laws, responsible parties may be held liable for any costs incurred by the government in taking response actions at the Site. The costs may include, but need not be limited to, expenditures for investigation, planning, cleanup of the Site, and enforcement actions. Responsible parties may also be subject to orders requiring them to take response actions themselves. Responsible parties under CERCLA include, among others, the current and past owners and/or operators of a facility from which there has been a release or threatened release of hazardous substances, as well as persons who arranged for the transport for disposal or treatment of hazardous substances owned or possessed by such persons.

EPA has previously notified you that it considers your company to be a potentially responsible party ("PRP") under Section 107(a) of CERCLA, 42 U.S.C. §9607(a), regarding this Site. This letter reiterates that determination. As you know, your company is a Settling Defendant with regard to performance of the Operable Unit Two work at this Site. EPA has now selected the remedy for Operable Unit Three and is offering you the opportunity to voluntarily perform or finance the response activities for Operable Unit Three.

Response Action at the Site

In response to a release or a threat of a release of hazardous substances at the Site, a group of PRPs, under EPA oversight, performed Remedial Investigation/Feasibility ("RI/FS") work for Operable Unit Three to identify alternative remedies for addressing contaminated groundwater at the Site. The Operable Unit Three RI/FS was completed in July 2012. EPA issued a Record of Decision ("ROD") on September 27, 2012, selecting a remedy for Operable Unit Three.

The major components of the selected Operable Unit Three remedy are: (a) treatment of contaminated off-property and deep groundwater using in-situ treatment technologies, through the injection of a substance or substances into the groundwater to cause or enhance the breakdown of the contaminants of concern to less toxic forms, (b) monitored natural attenuation both during and after active treatment; and (c) institutional controls to minimize the potential for exposure to contaminated groundwater until the aquifer meets the cleanup goals.

EPA will furnish a copy of the ROD to you upon request. Should any addressee wish to examine any of the documents which form the basis for the remedial actions selected by the Operable Unit Three, they may inspect copies of the administrative record during regular business hours at EPA's offices in New York City or at the local repository located at the William E. Dermody Free Public Library, 420 Hackensack Street, Carlstadt, New Jersey. Please contact Robert Mc Knight at (212) 637-4378 if you wish to arrange an appointment to inspect the administrative record at the EPA office.

Notice of Consent Decree Negotiations

By this letter, EPA wishes to determine whether you are interested in fully financing and performing the remedial design and remedial actions ("RD/RA") for Operable Unit Three, as selected in the ROD and reimburse EPA's past costs. Any agreement to conduct the RD/RA must be finalized in a judicial consent decree pursuant to Section 122 of CERCLA. Please note that EPA intends to negotiate one consent decree with all PRPs. Attached is a draft Consent Decree ("CD") and Statement of Work ("SOW"). The draft CD contains many provisions that are based on EPA's model consent decree. It includes provisions regarding the payment of EPA's unreimbursed Operable Unit Three past costs at the Site, which are approximately \$250,000.

If you are interested in fully financing or performing the RD/RA, you must submit a written "good faith offer" to EPA on or before April 30, 2013.

In order for your proposal to be considered a "good faith offer," it must be consistent with the ROD and must include the following elements:

1. A statement of your willingness to fully finance or perform the RD/RA consistent with the ROD;

2. A demonstration of your technical capability to carry out the RD/RA, including the identification of the firm(s) that may actually conduct the work or a description of the process you will use to select the firm(s);
3. A demonstration of your ability to finance the necessary response actions;
4. A statement of your willingness to reimburse EPA for costs incurred in connection with federal response activities at the Site;
5. A statement of your willingness to reimburse EPA for costs incurred in overseeing your conduct of the RD/RA;
6. The name, address, and phone number of the individual(s) who will represent you in negotiations; and
7. A redline/strikeout of a consolidated set of comments from the PRP group on the attached CD and SOW.

If EPA receives what it considers to be a good faith offer on or before April 30, 2013, then negotiations will be held to conclude an agreement in a judicial consent decree. A negotiation period of sixty (60) days will be allotted if the PRPs provide EPA with a good faith offer with an expectation that negotiations will be concluded on or around June 30, 2013.

However, should EPA determine that a good faith offer has not been timely submitted, EPA may thereafter initiate a federally-funded remedial action at the Site, the costs of which you may be held liable for under CERCLA. EPA may also take any enforcement action it deems necessary, including issuing administrative order(s) under Section 106(a) of CERCLA, to require you to carry out the necessary RD/RA.

Response Requested

Your response to this notice letter should be sent to:

Damaris C. Urdaz
Office of Regional Counsel
U.S. Environmental Protection Agency, Region 2
290 Broadway, 17th Floor
New York, NY 10007-1866

with a copy to:

Robert Mc Knight
New Jersey Remediation Branch
Emergency and Remedial Response Division

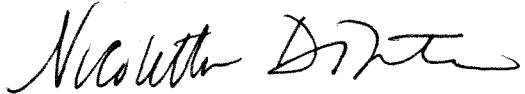
U.S. Environmental Protection Agency, Region 2290 Broadway, 19th Floor
New York, NY 10007-1866
Attention: SCP Remedial Project Manager

This notice is not being given under the special notice procedures of Section 122(e) of CERCLA, 42 U.S.C. § 9622(e), as EPA does not believe that those procedures would facilitate an agreement or expedite remedial action at the Site.

The names of the parties who are receiving this letter are identified on the attached list. The names and addresses of their counsel are available through William L. Warren, who is liaison counsel. We urge each of you to discuss with the other PRPs your agreement to perform the RD/RA at the Site and to reimburse the Government's costs. As stated above, EPA intends to negotiate a single global consent decree and thus encourages all addressees of this letter to submit a single coordinated response as a group. If requested, EPA would convene a meeting at EPA's offices in New York City with PRP representatives to facilitate a group response to EPA's offer. Please contact Ms. Urdaz at (212) 637-3140 if you wish to request such a meeting.

If you have any questions regarding this letter, please direct your inquiries to Damaris Urdaz at (212) 637-3140. Thank you for your prompt attention to this matter.

Sincerely yours,



Nicoletta DiForte
Senior Enforcement Policy Advisor
Emergency & Remedial Response Division

Enclosures

cc: Louis Karagias, NJDEP
Elizabeth Yu, DOJ

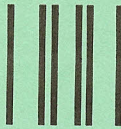
bcc: Robert Mc Knight, ERRD
Damaris C. Urdaz, ORC-NJSUP

List of Companies

3M Company
Air Products and Chemicals, Inc.
Akzo Nobel Coatings, Inc.
Altje, Inc.
American Cyanamid - Lederle Labs - Shulton, Inc.
American Standard Companies
Ashland Inc.
ATOFINA Chemicals, Inc.
BASF Corporation
Bayer Chemicals Corporation
Bee Chemical Company
Benjamin Moore & Co.
Ber Mar Manufacturing Corp.
Borden Chemical, Inc.
Bristol-Myers Squibb Company
Browning-Ferris Industries of New Jersey
Chemcoat Inc.
Chemical Pollution Control, Inc. of NY
Ciba Specialty Chemicals Corporation
CNA Holdings, Inc.
Crown Beverage Packaging Company, Inc.
Cycle Chem, Inc.
Dri Print Foils, Inc.
DuPont Company
Exxon Mobil Corporation
ExxonMobil Oil Corporation
General Electric Company
Hoffmann-La Roche, Inc.
Honeywell International Inc.
ISP Environmental Services Inc.
John L. Armitage & Co.
Johnson & Johnson
Kirker Enterprises, Inc.
L.E. Carpenter & Company
Lucent Technologies Inc.
Mack Trucks, Inc.
Mallinckrodt Baker, Inc.
Manor Care of America, Inc.
Manor Care Health Services, Inc.
Marisol, Inc.
Merck & Co., Inc.
Monroe Chemical, Inc.
Nepera, Inc.
New England Laminates Co., Inc.

Northrop Grumman Systems Corporation
Occidental Chemical Corporation
PAXAR Corporation
Permacel, Inc.
Pfizer Inc.
Pharmacia Corporation
Portfolio One, Inc.
Revlon Consumer Products Corporation
Roche Vitamins Inc.
Rohm and Haas Company
Schenectady International, Inc.
Seagrave Coatings Corp. (NJ)
Siegfried (USA), Inc.
Simon Wrecking Company, Inc.
SmithKline Beecham Corporation
Technical Coatings Co.
The Continental Group, Inc.
The Dow Chemical Company
The Warner Lambert Co., LLC
Union Carbide Corporation
United Technologies Corporation
VIACOM Inc.

UNITED STATES POSTAL SERVICE



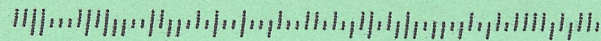
First-Class Mail
Postage & Fees Paid
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• Sender: Please print your name, address, and ZIP+4 in this box •

U.S. Environmental Protection Agency
Region II
Office of Regional Counsel
New Jersey Superfund Branch
290 Broadway, 17th Floor
New York, New York 10007-1866

Attn:

Damaris Urdaz



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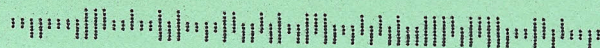
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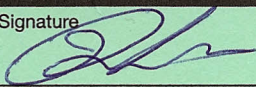
U.S. Environmental Protection Agency
Region II
Office of Regional Counsel
New Jersey Superfund Branch
290 Broadway, 17th Floor
New York, New York 10007-1866

Attn:

Damaris Urdaz



SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY	
<p>■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.</p> <p>■ Print your name and address on the reverse so that we can return the card to you.</p> <p>■ Attach this card to the back of the mailpiece, or on the front if space permits.</p>		<p>A. Signature X</p> <p><input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p>	
<p>1. Article Addressed to:</p> <p>Louis G. Karagias, Deputy Attorney General Cost Recovery/Natural Resources Damages Section Department of Law & Public Safety Richard J. Hughes Justice Complex 25 Market Street P.O. Box 093 Trenton, NJ 08625-0093</p>		<p>B. Received by (Printed Name)</p>	<p>C. Date of Delivery</p>
<p>2. Article Number (Transfer from service label)</p> <p>7005 3110 0000 5938 1595</p>		<p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>	
<p>PS Form 3811, August 2001</p>		<p>3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p>	
<p>Domestic Return Receipt</p>		<p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>	

SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY	
<p>■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.</p> <p>■ Print your name and address on the reverse so that we can return the card to you.</p> <p>■ Attach this card to the back of the mailpiece, or on the front if space permits.</p>		<p>A. Signature X </p> <p><input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p>	
<p>1. Article Addressed to:</p> <p>William L. Warren, Esq. Drinker Biddle & Reath 105 College Rd., East P.O. Box 627 Princeton, NJ 08542-0627</p>		<p>B. Received by (Printed Name) JAY D. HENRY</p>	<p>C. Date of Delivery</p>
<p>2. Article Number (Transfer from service label)</p> <p>7005 3110 0000 5938 1625</p>		<p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>	
<p>PS Form 3811, August 2001</p>		<p>3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p>	
<p>Domestic Return Receipt</p>		<p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>	